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If you have sold or otherwise transferred all of your shares in the capital of the Company, please forward this document to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Neither the Placing, nor the Subscription constitutes an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Regulation together with the Prospectus Regulation Rules made by the FCA pursuant to sections 73A(1) and (4) of FSMA and has not been approved by the FCA, any securities commission or any other authority or regulatory body nor has it been approved for the purposes of section 21 of FSMA.

Application will be made for the New Ordinary Shares to be admitted to trading on the AQSE Growth Market. The New Ordinary Shares will not be admitted to trading on any other investment exchange. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on AQSE Growth Market on 19 July 2023. The New Ordinary Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares.

The AQSE Growth Market, which is operated by AQSE, is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration, and if appropriate, consultation with a financial adviser.

ALL THINGS CONSIDERED PLC

(incorporated and registered in England and Wales with registered number 13411674)

Placing and Subscription of 4,518,915 New Ordinary Shares at 92.5 pence per Ordinary Share and Notice of General Meeting

This document should be read as a whole. Your attention is drawn, in particular, to the letter from the CEO of ATC set out in this document which provides details of the **A c q u i s i t i o n** and the Fundraise and recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting to be held at the Company's registered office, The Hat Factory, 166-168 Camden Road, London NW1 9PT, and through electronic facilities that are being made available via Zoom on 17 July 2023 at 9.00 a.m., is set out at the end of this document. A Form of Proxy for use at the General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out therein as soon as possible but in any event so as to reach the Registrars at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, by not later than 9.00 a.m. on 13 July 2023. This document is being supplied to you solely for your information and may not be reproduced, redistributed or passed to any other person or published in whole or in part for any purpose.

IMPORTANT NOTICE

Notice to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended and as this is applied in the United Kingdom (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II and Regulation (EU) No 600/2014 of the European Parliament, as they form part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “*manufacturer*” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors who do not need a guaranteed income or capital protection and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). The Ordinary Shares are not appropriate for a target market of investors whose objectives include no capital loss. Notwithstanding the Target Market Assessment, distributors should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital projection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Fundraise. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Panmure Gordon will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Ordinary Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.

Forward Looking Statements

This announcement includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “anticipates”, “targets”, “aims”, “continues”, “expects”, “intends”, “hopes”, “may”, “will”, “would”, “could” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts. They appear in a number of places throughout this announcement and include statements regarding the Directors’ beliefs or current expectations. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Investors should not place undue reliance on forward-looking statements, which speak only as of the date of this announcement.

Notice to overseas persons

This announcement does not constitute, or form part of, a prospectus relating to the Company, nor does it constitute or contain any invitation or offer to any person, or any public offer, to subscribe for, purchase or otherwise acquire any shares in the Company or advise persons to do so in any jurisdiction, nor shall it, or any part of it form the basis of or be relied on in connection with any contract or as an inducement to enter into any contract or commitment with the Company.

This announcement is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into Australia, Canada, Japan or the Republic of South Africa or any jurisdiction into which the publication or distribution would be unlawful. This announcement is for information purposes only and does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire shares in the capital of

the Company in Australia, Canada, Japan, New Zealand, the Republic of South Africa or any jurisdiction in which such offer or solicitation would be unlawful or require preparation of any prospectus or other offer documentation or would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction. Persons into whose possession this announcement comes are required by the Company to inform themselves about, and to observe, such restrictions.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

General

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) or any previous announcement made by the Company is incorporated into, or forms part of, this announcement.

Panmure Gordon (UK) Limited ("**Panmure Gordon**"), which is authorised and regulated by the FCA, is acting as Corporate Adviser and Broker to the Company in connection with the Placing. Panmure Gordon will not be responsible to any person other than the Company for providing the protections afforded to clients of Panmure Gordon or for providing advice to any other person in connection with the Fundraise. Panmure Gordon has not authorised the contents of, or any part of, this announcement, and no liability whatsoever is accepted by Panmure Gordon for the accuracy of any information or opinions contained in this announcement or for the omission of any material information, save that nothing shall limit the liability of Panmure Gordon for its own fraud.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Fundraise	28 June 2023
Announcement of the result of the Fundraise	29 June 2023
Dispatch of this document and Form of Proxy	29 June 2023
Last time and date for receipt of Form of Proxy	9.00 a.m. on 13 July 2023
Time and date of General Meeting	9.00 a.m. on 17 July 2023
Announcement of results of the General Meeting	17 July 2023
Admission to trading on AQSE and dealings in the Placing Shares and the Subscription Shares to commence	8.00 a.m. on 19 July 2023
CREST accounts to be credited with the Placing Shares and the Subscription Shares to be held in uncertificated form	19 July 2023
Definitive share certificates for the New Ordinary Shares to be held in certificated form to be dispatched (if required)	w/c 24 July 2023

- (1) Each of the times and dates in the above timetable is subject to change at the absolute discretion of ATC.
- (2) All of the above times, and other time references in this document, refer to UK time.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Act”	the UK Companies Act 2006, as amended
“Admission”	Admission of the Placing Shares and the Subscription Shares to trading on the AQSE Growth Market becoming effective in accordance with Rule 3.9 of the AQSE Rules
“AQSE”	the Aquis Stock Exchange PLC
“AQSE Growth Market”	the market for unlisted securities operated by AQSE
“AQSE Rules”	means the AQSE Growth Market Access Rulebook, as published and amended from time to time by AQSE
“Acquisition”	the acquisition of 60% of the entire issued share capital of Sandbag from the Sellers on the terms of the Acquisition Agreement
“Acquisition Agreement”	the conditional share purchase agreement dated 28 June 2023 between the Company and the Sellers
“Articles”	the articles of association of the Company, as amended from time to time
“Board” or “Directors”	the board of directors of the Company, whose names are listed in the letter from the CEO
“Company” or “ATC”	All Things Considered Group plc, a company incorporated and registered in England and Wales with registered number 13411674
“Completion”	Completion of the Acquisition Agreement in accordance with its terms
“CREST”	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & International Limited is the Operator (as defined in the Regulations)
“Existing Ordinary Shares”	the 9,584,020 Ordinary Shares in issue as at the date of this document
“FCA”	Financial Conduct Authority
“FSMA”	the Financial Services and Markets Act 2000, as amended

“Fundraise”	the Placing and the Subscription
“General Meeting”	the general meeting of the Company to be held at 9.00am on 17 July 2023, notice of which is set out at the end of this document, and any adjournment thereof
“Group”	ATC and its subsidiaries (as defined in section 1159 of the Act)
“Issue Price”	92.5 pence per New Ordinary Share
“New Ordinary Shares”	means the Placing Shares and the Subscription Shares
“Notice of General Meeting”	the notice of General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of 0.01 pence each in the capital of the Company
“Panmure Gordon”	Panmure Gordon (UK) Limited, a private limited company incorporated in England & Wales under registered number 04915201 and having its registered office at 40 Gracechurch Street, London EC3V 0BT acting as AQSE Corporate Adviser and Broker
“Placing”	the conditional placing of the Placing Shares to places
“Placing Agreement”	the conditional agreement dated 28 June 2023 relating to the Placing between the Company, the Directors and Panmure Gordon
“Placing Long Stop Date”	8.00 a.m. on 31 July 2023
“Placing Shares”	the New Ordinary Shares to be issued, conditional on Admission, in connection with the Placing
“Prospectus Regulation”	Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market
“Prospectus Regulation Rules”	the Prospectus Regulation Rules made in accordance with the Prospectus Regulation Rules Instrument 2019 (FCA: 2019/80)
“Registrar”	Computershare Investor Services PLC
“Regulations”	the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting

“Sandbag”	Sandbag Limited, a private limited company incorporated in England & Wales under registered number 04382666 and having its registered office at 50 Milford Road, Reading RG1 8LJ
“Sellers”	Mel Maxwell, Christiaan Munro and Jonathan Newill
“Shareholders”	the holders of Ordinary Shares from time to time, each individually being a “Shareholder”
Subscribers	those persons who have entered into a Subscription Letter with the Company in respect of the Subscription
“Subscription”	the conditional subscription of the Subscription Shares by Subscribers
“Subscription Letter”	means a conditional letter agreement dated 28 June 2023 between each Subscriber and the Company
“Subscription Shares”	the New Ordinary Shares to be issued, conditional on Admission, in connection with the Subscription
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“£”	the lawful currency of the United Kingdom.

LETTER FROM THE CEO

ALL THINGS CONSIDERED GROUP PLC

(incorporated in England and Wales with registered number 13411674)

Directors:

Brian Message (*Co-Chairman*)

Craig Newman (*Co-Chairman*)

Adam Driscoll (*CEO*)

Rameses Villanueva (*Group Chief Financial Officer*)

Andrew Glover (*Non-Executive Director*)

Registered Office:

The Hat Factory,

166-168 Camden Street,

London NW1 9PT

29 June 2023

Dear Shareholder

Placing and Subscription of 4,518,915 New Ordinary Shares at 92.5 pence per Ordinary Share

and

Notice of General Meeting

1. Introduction

On 28 June 2023, the Board announced a conditional Placing of 2,843,241 Placing Shares at the Issue Price and a Subscription of 1,675,674 Subscription Shares also at the Issue Price to conditionally raise £4.18 million in aggregate, before expenses. The Issue Price is equal to the mid market price of 92.5 pence per Existing Ordinary Shares as at 27 June 2023.

The Fundraise is conditional, *inter alia*, on the passing of Resolutions 1 and 2 by Shareholders at the General Meeting, which is being convened for 9.00 a.m. on 17 July 2023. Application will be made for Admission of the New Ordinary Shares. It is expected that Admission of the New Ordinary Shares will become effective and that dealings in the New Ordinary Shares will commence at 8.00 a.m. on 19 July 2023.

Net proceeds from the Fundraise will be used primarily to acquire a 60 per cent. holding in Sandbag, a full-service merchandise company, for an initial consideration of £2.42 million (with deferred consideration payments expected to be paid from cash resources when due). The net proceeds from the Fundraise will also provide capital for future accretive opportunities identified across ATC's Live Events and Experience divisions and provide balance sheet strength. Further details on the Acquisition and use of proceeds are set out below.

If the conditions relating to the issue of the Placing Shares are not satisfied, or the Placing Agreement is terminated in accordance with its terms, the Placing Shares will not be issued and the Company will not receive the related placing monies. In this scenario, the Subscription and the Acquisition will similarly not proceed. The Placing and the Subscription are not underwritten.

The purpose of this document is to provide Shareholders with information regarding the Acquisition and the Fundraise, and to convene a General Meeting at which the Resolutions seeking Shareholder authority for the issue of the New Ordinary Shares will be put to the Shareholders. If Resolutions 1 and 2 are not passed, the Company will be unable to issue the New Ordinary Shares.

Further information about the Fundraise and the Company's current trading and prospects is set out below. You will find set out at the end of this document the Notice of General Meeting, to be held at ATC's registered office, at The Hat Factory, 166-168 Camden Street, London NW1 9PT, and through electronic facilities that are being made available via Zoom at 9.00 a.m. on 17 July 2023, at which the Resolutions will be proposed in the case of Resolution 1 as an ordinary resolution and in the case of Resolution 2 as a special resolution.

2. Background to the Acquisition and reasons for the Fundraise

ATC Highlights

- ATC is a music company housing talent management, live booking, livestreaming and talent services within the same group;
- the Group is headquartered in London, with offices in Los Angeles, New York and Copenhagen. ATC is led by an experienced management team who have operated across multiple music industry sectors;
- the Group has an established, long-standing client base which, together with innovative new offerings, gives the Directors confidence that the company is well positioned to capitalise on the opportunities emerging from a disrupted music industry;
- strong progress since the Company's IPO in December 2021 with ATC Management and ATC Live recording best revenue numbers to date for the year to 31 December 2022 and over 70 management artists and over 470 live clients respectively, representing combined roster growth of c.20%;
- strong traction in US artist management market following opening of New York office in 2022, including attracting new managers;
- launch of ATC Experience to create and distribute artist-led digital and in-person experiences for global audiences, with project pipeline building; and
- Driift's acquisition of technology and commerce platform Dreamstage, concurrent with £4 million of additional investment from Deezer.

a) Acquisition Highlights

- The Acquisition is expected to be earnings accretive for the Company.
- The Acquisition is expected to work as a complementary business line and increase cross selling opportunities.
- Sandbag's experienced management team will join the Group, adding a wealth of experience.
- Sandbag has been an industry leading, independent merchandise partner with worldwide direct to consumer distribution for 20 years and operates principally out of the UK, with an office in Los Angeles servicing the US market.
- The team of 100 includes industry experts with decades of experience from varying sectors including Grammy Award winning product designers and e-commerce innovators.
- Sandbag works or had worked with some of the world's most respected artists and content creators including Radiohead, ABBA, Blink-182, BTS, Daft Punk, Incubus, Mars Volta, Nine Inch Nails, Mitski, Misfits, Dolly Parton and Ru Paul on innovative products, their global touring, retail, licensing, streaming, VIP and pre-sale ticketing and e-commerce campaigns.
- The Acquisition marks a substantial addition to the Group's client base, grows the direct to customer services division ('D2C') and provides greater capacity in the 'direct to fan' model which is increasingly being embraced by artists.
- The Acquisition is expected to enable ATC to keep more of the 'value chain' within the Company and build an 'end to end' artist commerce business.
- The opportunity to 'digitise' merchandise is anticipated to enable the Group to grow revenue and margins whilst also growing top line revenue in the 'offline' business.
- The Company believe Sandbag is a strong cultural fit, given the longstanding relationship the Company's Directors have with Sandbag's management and the anticipated ease of team integration.

- Initial consideration payable of £2.42 million for 60 per cent. of Sandbag represents a valuation multiple of 3.18x Sandbag's Adjusted Profit for the unaudited year to 31 March 2023.
- As part of the Acquisition terms, a put and call option arrangement is in place for the remaining 40 per cent. of Sandbag still held by the Sellers following completion of the Acquisition, further details of which are set out below.

b) Introduction and background to Sandbag

Sandbag was established in 2002 as a full-service merchandise company that has grown organically and independently to employ more than 50 people across its offices in Los Angeles and the UK. Celebrating 20 years as an industry leading, independent merchandise partner with worldwide direct to consumer distribution, the team is comprised of industry experts with decades of experience from varying sectors including Grammy Award winning product designers and e-commerce experts.

Sandbag currently has more than 150 clients, working with some of the world's most respected and influential artists and content creators including Radiohead, ABBA, BTS and Incubus on their innovative products, their global touring, retail, licensing, streaming, VIP and pre-sale ticketing and all of their e-commerce campaigns.

c) Financial information on Sandbag

Sandbag has a year end of 31 March. Sandbag's management accounts for the year to 31 March 2023 (subject to audit) showed revenue growth of 24.8 per cent. year-on-year to £39.57 million (2022: £31.71 million). Profit before tax improved to £1.52 million compared to £1.21 million in the prior year, driven by economies of scale achieved through some of the best sellers in the year.

The balance sheet was strengthened and total assets increased by 4.9 per cent. over the prior year to £13.6 million (2022: £13.0 million). Stock has increased in line with trade, and cash has increased on the prior year with a cash balance as of 30 March 2023 of £8.0 million (2022: £7.4 million). An extract of Sandbag's historic Turnover, Gross Profit and Profit before tax, is set out below.

Sandbag – Select Financials

£m	FY2020	FY2021	FY2022	FY2023*
Turnover	26.65	19.92	31.71	39.57
Gross Profit	3.82	3.18	4.08	5.48
Profit before tax	0.55	0.59	1.21	1.52
Agreed Director Fees	0.25	0.25	0.25	0.25
Adjusted Profit	0.25	0.34	0.96	1.27

UK GAAP Accounting

***Sandbag management accounts (unaudited). FY23 audit underway**

d) Rationale for the Acquisition

The acquisition of Sandbag is a significant development for the Group, expanding its client base, strengthening the Service division, and enhancing its capabilities in the 'direct to fan' sector. This strategic move brings 150 highly complementary clients to the Group, fostering growth and synergies. By keeping more of the value chain within the ATC Group, the Acquisition paves the way for building an end-to-end artist commerce business, maximising value and streamlining operations. The Acquisition is expected to be immediately earnings accretive and deliver cost saving synergies over time.

The digitalisation of merchandise presents a promising opportunity for revenue and margin growth through the Service division. The Group's ability to leverage the emerging market for 'digital collectibles' aligns with evolving consumer preferences and trends. By capitalising on this growing market segment within merchandising, the Directors believe there is an opportunity to expand revenue streams and margins whilst growing revenues from the 'offline' business.

In addition to the strategic advantages, the Directors believe the acquisition of Sandbag is a strong cultural fit, underpinned by a longstanding relationship with management. The Directors believe this compatibility will facilitate efficient integration of teams, enabling a smooth transition and collaboration of the enlarged group.

e) Terms of the Acquisition

The Company has entered into the Acquisition Agreement with the Sellers pursuant to which it has conditionally agreed to acquire the 60 per cent. of the issued share capital of Sandbag, for an initial cash consideration of £2.42 million. The initial consideration will be satisfied in cash from the proceeds of the Fundraise. Two further deferred cash consideration payments will be made: a second consideration payment which is due to be paid shortly after the completion of the Acquisition, in an amount of £810,000, and a third consideration payment will be made following the determination of the net asset value of Sandbag as at Completion, with 60 per cent. of the amount of any positive net assets payable to the Sellers following such determination; alternatively, the amount of any negative net assets will reduce the consideration. The deferred consideration payments are expected to be met out of increased cash resources available to ATC as a result of the Acquisition.

The Acquisition Agreement is conditional upon, *inter alia*, the Placing Agreement becoming unconditional in all respects (save for any conditions relating to completion of the Acquisition Agreement or in respect of Admission) and certain material adverse events not occurring in respect of Sandbag prior to completion of the Acquisition.

Under the Acquisition Agreement, the Sellers have provided customary warranties, a number of indemnities in relation to specific risks and entered into a customary tax deed. Pursuant to the Acquisition Agreement, on completion of the Acquisition (following satisfaction of all the conditions), ATC and the Sellers will enter into a shareholders' agreement which sets out a framework for the governance and management of Sandbag going forwards.

As part of the Acquisition terms, a put and call option arrangement has been agreed in relation to the remaining 40 per cent. of Sandbag held by the Sellers. The put option is exercisable by the Sellers from 1 January 2026 to 1 January 2033, and the call option is exercisable by ATC from 1 January 2027, in each case for consideration equal to 5x the average profit before tax for Sandbag for the preceding three financial years prior to exercise. Both the put option and call option, if exercised, will apply to all the shares in the capital of Sandbag that remain owned by each Seller.

Mel Maxwell and Christiaan Munro, who are directors and co-founders of Sandbag and each a Seller, have conditionally subscribed for 216,216 New Ordinary Shares at the Issue Price under a Subscription Letter, raising gross proceeds of approximately £200,000.

Mel Maxwell and Christiaan Munro have also agreed that they will not dispose of any Subscription Shares for a period of 12 months from Admission and thereafter for a further period of 6 months will only dispose of any Subscription Shares through the Company's broker on an orderly market basis, save in certain limited circumstances.

3. Current Trading and Prospects

The Directors believe the ATC business model continues to be attractive to artists, managers and agents. The expansion of the Group's Services division supports a position to be more engaged with artists and more involved in developing their wider business aspirations. The Directors believe that at the core of all

revenues in the music industry is the connection between an artist and a fan. ATC support that connection which will enable the Group to play a greater role in 'direct to consumer' offerings and in the development of IP across emerging platforms in the future.

ATC Management has, over recent months, welcomed a number of new managers to the team. The Directors are pleased to have a number of managers joining the Group providing greater opportunity to attract new artists to the roster.

ATC's management roster stands at over 70 clients, with substantial activity taking place across 2023 for a large number of those artists. 2023 sees releases from The Hives, Amaarae, Black Country New Road, PJ Harvey, Katie Melua, O, Max Winter, Izzi de Rosa, Jungleboi, Christian Balvig, Nick Cave & Warren Ellis, The Smile, Insincere, Nix Northwest, Billie Marten, Alma, Keaton Henson, Nathan Nicholson, Fink, and others. A recent Guardian article listing the most influential album releases of 2023 included 3 of the Group's management clients.

Touring and promotional activity is accompanying many of the releases with strong sales for PJ Harvey's recently announced tour and The Hives support slot for the Arctic Monkeys garnering new fans for the band and generating excitement around their recently announced headline 2024 dates.

The Group's expansion with the opening of an office in New York in 2022 is showing positive results with Kelela and Liane La Havas being two new marquee signings based out of that location.

ATC Live continues to perform in line with management expectations following a successful 2022. Early indications for ATC Live clients for 2024 touring are positive. The Group's relationship with North American agency, Arrival Artists, creates further opportunities.

ATC Experience, a new business division formed in 2022 to enable the Group to create and distribute artist-led digital and in-person experiences for global audiences, is building a development slate of projects, a number of which are gaining interest from potential international partners. The first major project for ATC Experience is in a development workshop process in New York in July and August 2023.

The Company's cash position as at 31 May 2023 stood at £1.16m.

4. Use of Proceeds of the Fundraise

The Directors believe the Group's diversified business model and established track record means it is well positioned to build on future organic and acquisitional growth opportunities in an evolving and fragmented music industry. The primary use of net proceeds from the Fundraise will be to fund the majority acquisition of Sandbag. The Directors believe the Acquisition provides a significant growth opportunity to add to the Group's artist to fan distribution and direct to consumer business with potential to expand the service across alternative media and merchandising opportunities.

The Directors intend to use the net proceeds from the Fundraise as follows:

- **£2.42 million** – initial consideration for a 60 per cent. stake in Sandbag, an industry leading, independent merchandise partner with worldwide direct-to-consumer distribution and celebrating 20 years in the industry;
- **£1 million** – to support potential further potential accretive acquisition opportunities in Live Events and develop ATC Experience which launched in 2022 with the intention of building on its long term partnerships with artists across a range of live and digital events and experiences; and
- **Balance** – to provide balance sheet strength and additional development capital.

5. Principal terms of the Fundraise

The Company has conditionally placed 2,843,241 Placing Shares through a Placing at the Issue Price and 1,675,674 Subscription Shares pursuant to the Subscription also at the Issue Price raising £4.18 million in

aggregate, before expenses.

Placing

Pursuant to the terms of the Placing Agreement, Panmure Gordon, as agent for the Company, has conditionally placed the Placing Shares at the Issue Price.

The Placing is conditional, *inter alia*, on the following:

- i) Resolutions 1 and 2 being passed at the General Meeting;
- ii) the Placing Agreement not being terminated prior to Admission of the Placing Shares and becoming unconditional in all respects (save as to any condition in respect of Admission); and
- iii) none of the warranties given by the Company and the Directors in the Placing Agreement being untrue, inaccurate or misleading in any respect as at the date of the Placing Agreement or at any time between the date of the Placing Agreement and Admission;
- iv) the Acquisition Agreement remaining in full force and effect, not having been amended, and no event having arisen which gives a party thereto the right to terminate that agreement; and
- v) Admission of the Placing Shares having become effective on or before 8.00 a.m. on 19 July 2023 (or such later date and/or time as the Company and Panmure Gordon may agree, being no later than the Placing Long Stop Date).

The Placing Agreement contains customary warranties given by the Company and the Directors to Panmure Gordon as to matters in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has provided a customary indemnity to Panmure Gordon in respect of liabilities arising out of or in connection with the Placing. Panmure Gordon is entitled to terminate the Placing Agreement in certain circumstances prior to Admission including circumstances where any of the warranties are found not to be true or accurate or were misleading in any material respect, the failure of the Company to comply in any material respect with any of its obligations under the Placing Agreement, the occurrence of certain force majeure events or a material adverse change affecting the financial position, business or prospects of the Group.

Application will be made for the Placing Shares to be admitted to trading on the AQSE Growth Market. It is expected that Admission will commence at 8.00 a.m. on or around 19 July 2023.

The Placing Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission. The Placing is not underwritten.

The allotment and issue of the Subscription Shares is conditional on Admission of the Placing Shares; if the Placing does not complete, then the Subscription will also not complete.

Subscription

The Subscribers have conditionally agreed to subscribe for 1,675,674 Subscription Shares in aggregate at the Issue Price.

Certain Directors of the Company have indicated their intention to subscribe for New Ordinary Shares for an aggregate amount of approximately £300,000 at the Issue Price.

Application will be made for the Subscription Shares to be admitted to trading on the AQSE Growth Market. It is expected that Admission will commence at 8.00 a.m. on or around 19 July 2023.

The Subscription Shares will, when issued, be credited as fully paid and will rank *pari passu* with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of Ordinary Shares after Admission. Completion of the Subscription is conditional upon receipt of the subscription monies by the Company and the Placing Agreement becoming unconditional in all respects (save in relation to any condition in respect of Admission).

6. Related Party Transactions

Schroder Investment Management (“**Schroder**”), a Substantial Shareholder of the Company (as defined by the Aquis Growth Market Access Rulebook), has conditionally participated in the Placing for 1,459,459 Placing Shares at the Issue Price pursuant to the Fundraise, totaling £1,350,000. Schroder currently holds an interest in 11.16% of the Company’s currently issued Ordinary Shares and their participation in the Placing is a related party transaction pursuant to the Aquis Growth Market Access Rulebook. Upon Admission, Schroder is expected to hold an interest in 17.94 per cent. of the Company’s Ordinary Shares. The directors of the Company, having exercised reasonable care, skill and diligence, believe that the transaction is fair and reasonable as far as the shareholders of the Company are concerned.

Craig Newman, a director of the Company (Executive Co-Chair), has conditionally subscribed for 324,324 Subscription Shares at the Issue Price pursuant to the Fundraise, totaling £300,000. Craig Newman currently holds an interest in 11.19% of the Company’s currently issued Ordinary Shares and his participation in the Subscription is a related party transaction pursuant to the Aquis Growth Market Access Rulebook. Upon Admission, Mr Newman is expected to hold an interest in 9.90 per cent. of the Company’s Ordinary Shares. The directors of the Company (other than Craig Newman), having exercised reasonable care, skill and diligence, believe that the transaction is fair and reasonable as far as the shareholders of the Company are concerned.

7. General Meeting

The issue of the New Ordinary Shares is conditional upon, *inter alia*, the approval by the Shareholders of Resolutions 1 and 2 to be proposed at the General Meeting of the Company. A notice convening the General Meeting to be held at ATC’s registered office, at The Hat Factory, 166-168 Camden Street, London NW1 9PT, and through electronic facilities that are being made available via Zoom at 9.00 a.m. on 17 July 2023 is set out at the end of this document.

A summary and explanation of the Resolutions which will be proposed at the General Meeting to enable the issue of the New Ordinary Shares is set out below.

Resolution 1 – Authority to allot the New Ordinary Shares

Resolution 1 is an ordinary resolution to authorise the Directors under section 551 of the Act to issue and allot Ordinary Shares. The Act requires that the authority of Directors to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or convert any security into shares (the “**relevant securities**”) should be subject to the approval of Shareholders in a general meeting or to an authority set out in the Company’s Articles. Accordingly, Resolution 1 will be proposed to authorise the Directors to allot relevant securities in respect of the issue of the New Ordinary Shares. This authority is in addition to all existing authorities under section 551 of the Act and will expire on the date falling three months from the date of the passing of such resolution (unless renewed, varied or revoked prior to or on that date).

Resolution 2 – Disapplication of statutory pre-emption rights in relation to the New Ordinary Shares

Resolution 2 is a special resolution to disapply the statutory pre-emption rights under section 571 of the Act in respect of equity securities (as defined in section 560 of the Act). The Act requires that any equity securities issued wholly for cash must be offered to existing Shareholders in proportion to their existing shareholdings unless otherwise approved by Shareholders in a general meeting or accepted under the Company’s Articles. A special resolution will be proposed at the General Meeting to give the Directors authority to allot equity securities for cash other than on a *pro rata* basis pursuant to the issue of the New Ordinary Shares. This authority is in addition to all existing authorities under section 570 of the Act and will expire on the date falling three months from the date of the passing of such resolution.

8. Action to be taken

Shareholders will find a Form of Proxy enclosed with this document for use at the General Meeting which you are requested to complete and return in accordance with the instructions printed thereon as soon as

possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, by not later than 9.00 a.m. on 13 July 2023. Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

9. Recommendation

The Board considers the Acquisition and the Fundraise to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, as those Directors who hold Ordinary Shares intend to do in respect of their own beneficial holdings amounting, in aggregate, to 2,836,118 Existing Ordinary Shares and representing approximately 29.6 per cent. of the Existing Ordinary Shares.

If Resolutions 1 and 2 are not passed then the Company will be unable to issue the New Ordinary Shares and receive the proceeds from the Fundraise, and the Acquisition will also not proceed.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Adam Driscoll', is placed on a light grey rectangular background.

Adam Driscoll
CEO

NOTICE OF GENERAL MEETING

ALL THINGS CONSIDERED GROUP PLC

(incorporated in England & Wales with registered number 13411674)

(the **Company**)

NOTICE is given that a General Meeting of the Company will be held on 17 July 2023 at 9.00 a.m. at The Hat Factory, 166-168 Camden Street, London NW1 9PT and through the electronic facilities that are being made available via Zoom (the **Virtual Meeting Platform** for the transaction of the following business:

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

- 1 That the directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the **CA 2006**) to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £45,189.15, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever).

This authority shall:

- (i) be without prejudice to any allotment of rights to subscribe for or to convert any security into shares in the Company already made, offered or agreed to be made pursuant to such existing authorities previously granted, unless renewed, varied or revoked by the Company;
- (ii) expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on the date falling three months from the date of the passing of this resolution, except that the Company may during the relevant period make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends, and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not expired.

This authority is granted in addition to and without prejudice to all existing authorities previously granted to the Directors under section 551 of the CA 2006.

SPECIAL RESOLUTION

To consider and, if thought fit, approve the following resolution that will be proposed as a special resolution:

- 2 Subject to the passing of resolution 1 above, the directors be empowered pursuant to section 570 and section 573 of the CA 2006 to allot equity securities (as defined in section 560 of that Act) of the Company for cash pursuant to the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the CA 2006 did not apply to any such allotment of equity securities or sale of treasury shares, provided that such authority to be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £45,189.15.

This authority shall:

- (i) be without prejudice to any allotment of any equity securities already made, offered or agreed to be made pursuant to such powers previously granted, unless renewed, varied or revoked by the Company; and
- (ii) expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on the date falling three months from the date of the passing of this resolution, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

This authority is granted in addition to and without prejudice to all existing authorities previously granted to the Directors under section 570 if the CA 2006.

By order of the Board

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

.....
Brian Message, Co-Chairman

The Hat Factory
166-168 Camden Street
London
NW1 9PT
29 June 2023

EXPLANATORY NOTES TO THE RESOLUTIONS PROPOSED AT THE GENERAL MEETING (the GM)

The resolutions to be proposed at the GM of the Company to be held on 17 July 2023 at 9.00 a.m. are set out in the notice of GM. The following notes provide an explanation to the resolutions being put to shareholders.

Ordinary resolution

Resolution 1 is proposed as an ordinary resolution. This resolution will be passed if more than 50% of the votes are cast in favour of it.

Resolution 1—Authority to allot shares

The directors may only allot shares or grant rights over shares if authorised to do so by shareholders.

Resolution 1, if passed, will authorise the directors under section 551 of the CA 2006 to issue the New Ordinary Shares in order to be able to complete the Acquisition with the cash proceeds from the Fundraise.

The New Ordinary Shares when issued will represent 32.04 per cent. of the Existing Ordinary Shares

The authority will expire on the date falling three months from the date of the passing of such resolution.

Special resolution

Resolution 2 is a special resolution. This resolution will be passed if not less than 75% of the votes are cast in favour of it.

Resolution 2—Disapplication of pre-emption rights

The CA 2006 requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the CA 2006 unless the shareholders have first waived their pre-emption rights. In accordance with investor guidelines, therefore, approval is sought by the directors to issue a limited number of ordinary shares for cash without first offering them to existing shareholders.

Resolution 2 contains a disapplication of pre-emption rights which seeks to give the directors' authority to issue equity securities of the Company for cash without application of pre-emption rights pursuant to section 561 of the CA 2006, in connection with the Fundraise

If passed, this authority will expire at the same time as the authority to allot shares given pursuant to resolution 1 (Authority to allot shares).

IMPORTANT INFORMATION:

The following notes explain your general rights as a shareholder and your right to attend and vote at the GM or to appoint someone else to vote on your behalf.

ATTENDANCE AT THE MEETING

Shareholders who are not able to attend the meeting are encouraged to appoint the Chair as a proxy. The Company remains firmly committed to encouraging shareholder engagement on the business of the meeting. As such, shareholders (and any of their duly appointed proxies and/or corporate representatives) will be able to (i) attend and vote at the meeting remotely via the Virtual Meeting Platform (even if a proxy

appointment is submitted in advance) and (ii) submit questions and/or objections remotely in writing via the Virtual Meeting Platform or orally by telephone. Any changes to the arrangements for the meeting will be communicated to shareholders before the meeting, including through All Things Considered Group Plc's website at atcgroupplc.com and by announcement through a Regulatory Information Service.

Instructions for accessing the Virtual Meeting Platform

Shareholders (and any of their duly appointed proxies and/or corporate representatives) will be able to (i) attend and vote at the meeting remotely via the Virtual Meeting Platform and (ii) submit questions and/or objections remotely in writing via the Virtual Meeting Platform or orally on the Virtual Meeting Platform.

The Virtual Meeting Platform can be accessed using a web browser, on any PC or PC equivalent or smartphone device. The web browser must be compatible with the latest browser versions of Chrome, Firefox, Edge and Safari. In order to access and engage in the business of the meeting, please go to

Topic: ATC Group Plc - GM 2023

Time: 17 July , 2023 9:00 a.m. London

Join Zoom Meeting

<https://us06web.zoom.us/j/84043350080>

Meeting ID: 840 4335 0080

One tap mobile

+16694449171,,84043350080# US

+16699006833,,84043350080# US (San Jose)

Dial by your location

- +1 669 444 9171 US
- +1 669 900 6833 US (San Jose)
- +1 689 278 1000 US
- +1 719 359 4580 US
- +1 929 205 6099 US (New York)
- +1 253 205 0468 US
- +1 253 215 8782 US (Tacoma)
- +1 301 715 8592 US (Washington DC)
- +1 305 224 1968 US
- +1 309 205 3325 US
- +1 312 626 6799 US (Chicago)

- +1 346 248 7799 US (Houston)
- +1 360 209 5623 US
- +1 386 347 5053 US
- +1 507 473 4847 US
- +1 564 217 2000 US
- +1 646 931 3860 US

Meeting ID: 840 4335 0080

Find your local number: <https://us06web.zoom.us/j/kc3Ed7ft0i>

Access to the meeting will be available from 8.30 a.m. on 17 July 2023, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open. Shareholders (and any of their duly appointed proxies and/or corporate representatives) will be permitted to submit questions and/or objections remotely in writing via the Virtual Meeting Platform or orally via the Virtual Meeting Platform to the Company's directors during the meeting.

The meeting will commence at 9.00 a.m. or as soon thereafter. Shareholders (and any of their duly appointed proxies and/or corporate representatives) will be permitted to submit questions (remotely in writing via the Virtual Meeting Platform or orally on the Virtual Meeting Platform) to the Company's directors during the meeting.

1 RIGHT TO APPOINT PROXIES

A shareholder entitled to attend and vote at the GM, may appoint a proxy or proxies (who need not be a shareholder or shareholders of the Company) to exercise all or any of that shareholder's rights to attend, speak and vote at the GM. Where more than one proxy is appointed, each proxy must be appointed for different shares.

2 PROXY FORMS

Proxies may only be appointed by:

- 2.1 completing and returning the form of proxy enclosed with this notice in accordance with the instructions shown on the form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, to the Company's registrars, Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ by post or (during normal business hours only) by hand;
- 2.2 making an online proxy appointment by going to www.eproxyappointment.com and following the instructions for electronic submission provided there; or
- 2.3 having an appropriate CREST message transmitted through the CREST electronic proxy appointment service as described in the CREST Manual (a **CREST proxy instruction**). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf (see note 3 below). Please refer to the CREST Manual on the Euroclear website (www.euroclear.com/CREST) for further information.

To be effective the form of proxy or other instrument appointing a proxy must be received by the Company's registrars, or received electronically www.eproxyappointment.com or, in the case of shares held through CREST, via the Euroclear website, in each case not later than 9.00 a.m. on 17 July 2023.

Completion of a proxy form, online proxy appointment or CREST proxy instruction will not prevent a shareholder from attending and voting in person at the meeting.

3 CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) by using the procedures described in the CREST Manual (available at www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID3RA50) by the latest time for receipt of proxy appointments set out in 2.3 Above. For this purpose, the time of the receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated by other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service providers, to ensure that their CREST sponsor or voting service provider takes) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4 RECORD DATE

Only those shareholders included in the register of members of the Company at 9.00 a.m. on 13 July 2023 or, if the meeting is adjourned, on the day which is two working days before the time for holding the adjourned meeting, will be entitled to attend and to vote at the GM in respect of the number of shares registered in their names at that time. Changes to entries on the share register after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the meeting.

5 COPIES OF DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Copies of the service contracts of the executive directors and the letters of appointment of the non-executive directors are available for inspection at the Company's registered office during normal

business hours from the date of dispatch of this notice until the end of the GM (Saturdays, Sundays and public holidays excepted) and will also be available at the place of the GM for at least 15 minutes before and during the meeting.

6 ELECTRONIC ADDRESSES

The electronic addresses provided in this notice are provided solely for the purpose of enabling shareholders to register the appointment of a proxy or proxies for the meeting or to submit their voting directions electronically. You may not use any electronic address provided in this notice to communicate with the Company for any purposes other than those expressly stated.

7 WEBSITE DETAILS

A copy of this notice, can be found at atcgroupplc.com.

8 MEMBERS' POWER TO REQUIRE CIRCULATION OF RESOLUTIONS OR INCLUDE OTHER MATTERS IN THE BUSINESS DEALT WITH AT THE GM

8.1 The shareholders may require the Company to give notice of a resolution to be moved at the GM or to include in the business to be dealt with at the GM any matter (other than a proposed resolution) if the Company receives requests to do so from:

8.1.1 shareholders representing at least 5% of the total voting rights of all the members who have a right to vote on the resolution at the GM to which their request relates, or

8.1.2 at least 100 shareholders who have a right to vote on the relevant resolution at the GM and hold shares in the Company in which there has been paid up an average sum, per member, of at least £100.

8.2 A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company no later than the time at which Notice of the GM is given and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

9 MEMBERS' RIGHTS TO ASK QUESTIONS AT THE MEETING

Shareholders attending the GM, whether in person or via electronic means, have a right to ask questions relating to the business being dealt with at the meeting. Specific directions on how to ask a question for those attending virtually will be provided once access to the meeting has been granted via The Virtual Meeting Platform. The Company must answer such questions unless:

9.1 answering would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information,

9.2 the answer has already been given on a website in the form of an answer to a question, or

9.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

10 NUMBER OF SHARES AND VOTING RIGHTS

As at 27 June 2023, being the last business day prior to publication of this GM notice, the Company's issued share capital comprised 9,584,020 ordinary shares of **£0.01** each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 27 June 2023 is 9,584,020.

11 STATEMENT REGARDING STATUS OF NOMINATED PERSON'S RIGHTS

If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the CA 2006, writes to you directly for a response.

12 POLL VOTE

Voting on all resolutions at the GM will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the GM, the results of the voting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website at atcgroupplc.com.

ALL THINGS CONSIDERED GROUP PLC (the Company)

FORM OF PROXY - ANNUAL GENERAL MEETING

To be held on 17 July 2023 at 9:00AM am at The Hat Factory, 168 Camden Street, London NW1 9PT and through the electronic facilities that are being made available via Zoom (the **Virtual Meeting Platform**).

NAME & ADDRESS

SRN XXXXXXXXXXXX **PIN** XXXXX **CONTROL NUMBER** 918658

Before completing this form please read the explanatory notes. I/we, being a member / members of the Company, appoint:

NAME OF PROXY(complete in BLOCK CAPITALS)
TICK THIS BOX IF THIS PROXY APPOINTMENT IS ONE OF MULTIPLE APPOINTMENTS	<input type="checkbox"/> <i>For the appointment of more than one proxy, please refer to note 3</i>
NUMBER OF SHARES TO WHICH THIS PROXY RELATES <i>Note: Leave blank if you are only appointing one proxy in respect of all your shares</i>

or, if no one is named in the box as proxy, the chair of the meeting, as my/our proxy to exercise all or any of my/our rights to attend and speak for me/us and on my/our behalf, whether in person or remotely via electronic means, at the annual general meeting of the Company (the **AGM**) to be held at xx am on xx xx 2023 (and at any adjournment of the AGM).

I/We have indicated with an 'X' I/we wish my/our votes to be cast on the Resolutions set out below and I/we direct that my/our proxy will vote (or abstain from voting) as they think fit for me/us and on my/our behalf on any other matter which may properly be dealt with at the AGM (or adjourned meeting)

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote	FOR	AGAINST	VOTE WITHHELD
Ordinary Resolution 1. Authority to allot shares (section 551 Companies Act 2006).			
Special Resolution 2. Authority to allot shares for cash (section 570 and 573 Companies Act 2006) –general power.			

Please indicate with an 'X' in the appropriate box opposite each resolution how you wish your vote to be cast or if you want your vote to be withheld. If you do not select any of the options, your proxy will vote (or abstain) as they think fit on the resolution. The 'Vote Withheld' option is provided to enable you to direct your proxy to abstain on any particular resolution. If a vote is withheld it will not be counted in the calculation of the proportion of votes for or against the relevant resolution.

Signature
Date: